

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

By this and four other contemporaneously filed Form 603 assignment applications,¹ the Commission's consent is respectfully sought for two simultaneous assignments of Advanced Wireless Service ("AWS") and Personal Communications Services ("PCS") licenses between T-Mobile License LLC ("T-Mobile License") and each of Carroll Wireless, L.P. ("Carroll Wireless") and Barat Wireless, L.P. ("Barat Wireless") and, together with Carroll Wireless, the "US Cellular Parties"; T-Mobile License and the US Cellular Parties are collectively the "Parties").

The assignments involve only the transfer of spectrum; no network or other assets or customers. The assignments, in the case of one market, are intra-market license exchanges that will enable more efficient operations resulting from larger blocks of contiguous spectrum and/or the alignment of spectrum blocks held in adjacent markets. These intra-market exchanges involve the exchange of an even amount of spectrum, and neither Party will increase its spectrum holdings in the market. The assignments in the remaining markets are inter-market exchanges that will augment spectrum holdings of the assignees, expanding capacity and thereby benefiting consumers. In all markets, each Party will remain far below the spectrum aggregation screen level that the Commission has found may raise competitive concerns. Accordingly, and for the reasons set forth in more detail below, the Parties submit that Commission approval of the proposed transactions is consistent with the public interest, convenience and necessity and that the applications should be approved expeditiously and without conditions.

Description of the Parties

T-Mobile License is a wholly-owned subsidiary of T-Mobile USA and, indirectly, T-Mobile US, Inc. ("T-Mobile US"), a publicly traded company, and part of the family of companies that operate under the T-Mobile® and MetroPCS® brand names. Deutsche Telekom AG, a publicly-traded German company based in Bonn, Germany ("DT"), holds a 66.21 percent interest in T-Mobile US through its wholly-owned subsidiary T-Mobile Global Zwischenholding GmbH ("T-Mobile Global"). This subsidiary owns all of the equity and voting interests of T-Mobile Global Holding GmbH ("T-Mobile Holding"), which owns all of the equity and voting interests of Deutsche Telekom Holding B.V. ("DT Holding B.V."),² which in turn holds the 66.21 percent interest in T-Mobile US.

¹ See ULS File No. 0006476849 (Assignments from Carroll Wireless to T-Mobile License); ULS File No. 0006476873 (Assignment from Barat Wireless to T-Mobile License); ULS File Nos. 0006469144 (lead) and 0006469682 (Assignments from T-Mobile License to Carroll Wireless); and ULS File No. 0006469693 (assignment from T-Mobile License to Barat Wireless).

² On December 30, 2013, the Commission granted the request to add a new direct parent company, DT Holding B.V., into T-Mobile US's ownership chain. DT Holding B.V. is a limited liability company organized in the Netherlands. See File No. ISP-PDR-20130924-00006 (filed Sept. 24, 2013 and

The remaining 33.79 percent interest in T-Mobile US is held by public shareholders.

Led by a management team with decades of collective experience in the telecommunications industry, T-Mobile US is headquartered in Bellevue, Washington, offers nationwide wireless voice and data services to consumer and business customers and provides service to over 50 million subscribers. The Commission has repeatedly found that T-Mobile License and its controlling companies have the requisite character and qualifications to hold Commission authorizations.³ An FCC Form 602 providing current ownership information for T-Mobile License is on file with the Commission.⁴

The US Cellular Parties, each a Delaware limited liability partnership, are wholly owned subsidiaries of United States Cellular Corporation ("USCC"), which is, in turn, a majority owned subsidiary of Telephone and Data Systems, Inc. ("TDS"). USCC and TDS are the real parties in interest in this application. USCC is a leading provider of wireless and related services in the United States serving over 4.9 million customers nationwide through its Fourth Generation Long Term Evolution ("LTE") and CDMA networks. Further ownership and additional information regarding USCC and TDS can be found in their Forms 602, "Ownership Disclosure for Wireless Telecommunications Services," which are on file with the FCC.⁵ USCC's qualifications as a wireless licensee are a matter of public record and have repeatedly been approved by the FCC.⁶

Description of the Transaction

Each of T-Mobile License and the US Cellular Parties are parties to a License Exchange Agreement dated as of September 10, 2014 (the "Exchange Agreement"),

supplemented Oct. 24, 2013); *Non Streamlined International Applications/Petitions Accepted for Filing*, Public Notice, Report No. TEL-01639NS (rel. Oct. 28, 2013).

³ See, e.g., *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, 2330 ¶ 19 (WTB/IB 2013) ("*T-Mobile-MetroPCS Order*"); *Applications of T-Mobile USA, Inc. and SunCom Wireless Holdings, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 2515, 2519-20 ¶ 10 (2008).

⁴ Based on prior guidance from the Wireless Telecommunications Bureau, the Form 602 filing for T-Mobile USA satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission's rules for its wholly-owned subsidiaries. See 47 C.F.R. §§ 1.919, 1.2112(a); see also *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, 14 FCC Rcd 8261, 8264-65 (WTB 1999) ("Form 602 FAQ's").

⁵ USCOC is a wholly owned subsidiary of USCC, and therefore is entitled to rely upon USCC's ownership report. See, Form 602 FAQs.

⁶ See, e.g., *Application For Assignment of License from Benton/Linn Wireless, L.L.C. to USCOC of Greater Iowa LLC*, File No. 0005755047 (granted July 10, 2013).

pursuant to which:

(i) T-Mobile License has agreed to assign to Carroll Wireless the portions of the applicable T-Mobile License licenses shown in Part 1 of Attachment A hereto (such full licenses the “T-Mobile License Full Licenses”) composed of either the full or disaggregated (as applicable) spectrum bandwidth in either the full or partitioned (as applicable) license areas of T-Mobile License Full Licenses shown in Part 2A of Attachment A hereto (such portions the “T-Mobile License Carroll Wireless Assigned Licenses”);

(ii) T-Mobile License has agreed to assign to Barat Wireless portion of the applicable T-Mobile License Full License composed of the full spectrum bandwidth in partitioned license area of T-Mobile License Full License shown in Part 2B of Attachment A hereto (such portion the “T-Mobile License Barat Wireless Assigned License” and, together with the T-Mobile License Carroll Wireless Assigned Licenses, the “T-Mobile License Assigned Licenses”);

(iii) Carroll Wireless has agreed to assign to T-Mobile License the portions of the Carroll Wireless licenses shown in Part 1A of Attachment B hereto (such full licenses the “Carroll Wireless Full Licenses”) composed of the full spectrum bandwidth in the partitioned license areas of Carroll Wireless Full Licenses shown in Part 2A of Attachment B hereto (such portions the “Carroll Wireless Assigned Licenses”), with the Carroll Wireless Assigned License under WQEE472 to be assigned concurrently with the assignment of the Barat Wireless Assigned License described below and the T-Mobile License Assigned Licenses, and the Carroll Wireless Assigned License under WQEE469 to be assigned following the expiration of a spectrum lease with a third party affecting the license and the payment of cash consideration by T-Mobile License;

(iv) Barat Wireless has agreed to assign to T-Mobile License the portion of the Barat Wireless license shown in Part 1B of Attachment B hereto (such full license the “Barat Wireless Full License” and, together with the Carroll Wireless Full Licenses and the T-Mobile License Full Licenses, the “Full Licenses”) composed of the full spectrum bandwidth in the partitioned license area of Barat Wireless Full License shown in Part 2B of Attachment B hereto (such portion the “Barat Wireless Assigned License” and, together with the Carroll Wireless Assigned Licenses, the “US Cellular Assigned Licenses”; the T-Mobile License Assigned Licenses and the US Cellular Assigned Licenses are collectively the “Assigned Licenses”).

Each of the license assignments described above will occur at the closing of the applicable transactions contemplated by the Exchange Agreement (each an “Exchange Closing”).

Transition Issues

The transactions involve only the assignments of spectrum and does not include

the transfer of any other assets, facilities or customers. There will be no loss of an existing service provider in any of the market areas subject to these transactions. Although the Parties provide service to customers using some of their respective Assigned License(s), all of these operations will be transitioned to other spectrum that the applicable carrier (or its affiliates) has in the same market or is acquiring in the intra-market swap in this transaction. These transitions thus will be seamless and invisible to retail customers, and there will be no discontinuance, reduction, loss or impairment of service to customers.

Carroll Wireless and T-Mobile License have entered into a spectrum manager leasing arrangement to allow T-Mobile to utilize the Carroll Wireless Assigned License under WQEE472 prior to the applicable Closing. Carroll Wireless is filing the appropriate spectrum manager lease notification with the Commission concurrently with this assignment filing. This leasing arrangement will terminate upon the applicable Exchange Closing, and the Parties intend to file the cancellation notice as appropriate and in accordance with the Commission's rules. Additionally, T-Mobile License and Barat Wireless intend to enter into a spectrum manager leasing arrangement to allow each Party to utilize the Assigned License spectrum to be assigned to it by the other Party either pending the applicable Exchange Closing (if they elect to enter into pre-closing leases) or after the applicable Exchange Closing (if they opt to enter into post-closing leases), to allow each Party to transition its existing operations off the Assigned License it is assigning in connection with a coordinated retune between the two Parties. The Parties will file the appropriate spectrum manager lease notifications with the Commission. The leasing arrangements will terminate either upon the applicable Exchange Closing or thirty (30) days after the termination of the Exchange Agreement (if pre-closing leases) or after transitioning has been completed (if post-closing leases), and the Parties intend to file the cancellation notices as appropriate and in accordance with the Commission's rules.

The Parties intend to consummate the subject transactions promptly following Commission consent and the satisfaction of certain contractual conditions (and additionally, in the case of the Carroll Wireless Assigned License under WQEE469, the expiration of the aforesaid third-party spectrum lease).

Public Interest Statement

Section 310(d) of the Act requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.⁷ To make that assessment, the Commission generally considers four factors: "(1) whether the transaction would result in the violation of the Act or any other

⁷ Section 310(d) provides that "no construction permit, or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any manner . . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby." 47 U.S.C. § 310(d).

applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits.”⁸ As part of its public interest analysis, the Commission reviews whether the transaction will have anti-competitive effects and, if so, whether there are overriding public interest benefits that would support a grant.

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules nor frustrate or undermine policies and enforcement of the Act do not require extensive review and expenditures of considerable resources by the Commission.⁹ The instant applications meet this standard.¹⁰

The assignments proposed herein will not result in any violation of the Act or any other applicable statutory provision. Moreover, the assignments fully comply with all

⁸ *SBC Communications Inc. and BellSouth Corp.*, Memorandum Opinion and Order, 15 FCC Rcd. 25,459, 25,464 ¶ 13 (WTB/IB 2000) (citation omitted); *Ameritech Corp. and SBC Communications Inc.*, Memorandum Opinion and Order, 14 FCC Rcd. 14,712, 14,737-38 ¶ 48 (1999) (“*Ameritech-SBC Order*”); see also *EchoStar Communications Corp., (a Nevada Corp.), Gen. Motors Corp., and Hughes Electronics Corp (Delaware Corp.) and EchoStar Communications Corp. (a Delaware Corp.)*, Hearing Designation Order, 17 FCC Rcd. 20,559, 20,574 ¶ 25 (2002); *WorldCom, Inc. and MCI Communications Corp.*, Memorandum Opinion and Order, 13 FCC Rcd. 18,025, 18,030-32 ¶¶ 8-10 (1998); *Merger of MCI Communications Corp. and British Telecommunications plc*, Memorandum Opinion and Order, 12 FCC Rcd. 15,351, 15,367-68 ¶¶ 33-34 (1997).

⁹ *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9682 ¶ 102 (2013) (“[U]nder the Commission's sliding scale approach, where potential public interest harms appear unlikely . . . we will accept a lesser showing of public interest benefits.”). See also *Tele-Communications, Inc. and AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd. 3160, 3170 ¶ 16 (1999); *Ameritech-SBC Order*, 14 FCC Rcd. at 14,740-41 ¶ 54.

¹⁰ The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Southern New England Telecomm. Corp. and SBC Communications Inc.*, Memorandum Opinion and Order, 13 FCC Rcd. 21,292, 21,315 ¶ 45 (1998), that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Pacific Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, “[a] demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer.” *Pacific Telesis Group and SBC Communications Inc.*, Memorandum Opinion and Order, 12 FCC Rcd. 2624, 2626-27 ¶ 2 (1997); see also *Comcast Cellular Holdings, Inc. and SBC Communications, Inc.*, Memorandum Opinion and Order, 14 FCC Rcd. 10,604, 10,608-09 ¶ 10 (WTB 1999).

Commission rules and regulations and require no waivers. Therefore, they do not frustrate or impair the Commission's implementation or enforcement or the objectives of the Act or other statutes.

Further, the transactions will yield public interest benefits. Part of the spectrum being assigned in these transactions will occur as an exchange of spectrum within the same Cellular Market Area ("CMA"). T-Mobile License and Barat Wireless will assign AWS spectrum to each other in an intra-market exchange, which will allow the Parties to enjoy the efficiency benefits associated with larger blocks of contiguous spectrum and/or alignment of spectrum held in adjacent markets. Operating on contiguous blocks of spectrum allows the carriers to use the guard band in the adjacent spectrum blocks, providing access to greater capacity. Aligning the spectrum blocks held in adjacent market areas allows the carriers to operate more efficiently by facilitating handoffs when users transition to the adjacent markets. Spectrum alignment also reduces the coordination burdens associated with operations at the edge of market boundaries, because the same carrier operates on the frequency block in the adjacent markets. Thus, by allowing the assignees to make more efficient use of the spectrum, the proposed assignments of spectrum in this transaction will enable each provider to become a stronger competitor. The proposed transactions also promote the Commission's secondary market policies, which seek to ensure the efficient use of spectrum.¹¹

The remainder of the spectrum being assigned in these transactions will result in each assignee Party increasing its spectrum holdings in the relevant markets. This will enable added capacity and improved data throughput speeds within existing coverage areas. Thus, Commission approval of these applications will enhance competition and improve the quality of services in the wireless marketplace.

Finally, the Full Licenses were initially licensed by the Commission more than three years ago, and none currently is subject to any installment financing. The Full Licenses are not subject to any bidding credits or restrictions on ownership based on designated entity status; therefore, Commission approval of the assignment of the Full Licenses would not result in any unjust enrichment concerns.¹²

Spectrum Aggregation/Competition Analysis

As discussed below, the proposed spectrum assignments raise no spectrum aggregation, competitive or other public interest concerns. The intra-market exchange will not change the spectrum holdings of either applicable Party, and the inter-market

¹¹ *Principles for Promoting the Efficient Use of Spectrum by Encouraging the Development of Secondary Markets, Policy Statement*, Policy Statement, 15 FCC Rcd. 24,178, 24,186-87 ¶¶ 1, 19-22 (2000).

¹² See 47 C.F.R. § 1.2111.

exchanges will increase the spectrum holdings of each assignee by only between 5 and 10 MHz and will result in each assignee remaining far below spectrum screen levels. In no case will the assignments reduce the number of competitors, service offerings or customer choices in any market.

T-Mobile License

Because the exchange with Barat Wireless will be an intra-market exchange, with the result that T-Mobile License's spectrum holdings in the applicable market will be the same both pre- and post-consummation, there will be no effect whatsoever on spectrum aggregation, and T-Mobile License's spectrum aggregation in this market will remain far below spectrum screen levels that may trigger further competitive review (*see Exhibit A*).¹³ The exchange with Carroll Wireless will result in T-Mobile License increasing its spectrum holdings in the relevant markets by 10 MHz, but its spectrum aggregation in these markets will remain far below spectrum screen levels that may trigger further competitive review (*see Exhibit A1*). In addition, each US Cellular Licensee will continue to provide commercial wireless service in each applicable market where it is assigning an Exchange License, and each market where T-Mobile License is acquiring an Exchange License is already served by a number of other carriers (*see Exhibit B1*).

Barat Wireless

Because this will be an intra-market exchange with the result that Barat Wireless's spectrum holdings will be the same both pre- and post-consummation, there will be no effect whatsoever on spectrum aggregation. Barat Wireless's and USCC's spectrum aggregation will remain far below the spectrum screen levels that the Commission has found may warrant further review (*see Exhibit A2*). In addition, T-Mobile USA will continue to provide service in the market, and there are numerous other carriers holding CMRS spectrum in the market (*see Exhibit B2*).

¹³ Prior to September 9, 2014, the Commission's initial spectrum screen identified, for further case-by-case market analysis, those markets in which, post transaction, the applicable party would have a 10 percent or greater interest in 102 MHz or more of cellular, PCS, SMR, 700 MHz and WCS spectrum where neither BRS nor AWS-1 spectrum is available; 121 MHz or more of spectrum where BRS spectrum is available but AWS-1 spectrum is not available; 132 MHz or more of spectrum where AWS-1 spectrum is available but BRS spectrum is not available; or 151 MHz or more of spectrum where both AWS-1 and BRS spectrum are available. *See AT&T/Leap Order* 29 FCC Rcd at 2753 ¶ 41, n. 141. In June 2014, the Commission updated the spectrum screen by (i) adding the following spectrum to the screen: total amount of 600 MHz (after incentive auction ends), 40 MHz of AWS-4, 10 MHz of H Block, 12 MHz of BRS, 89 MHz of EBS and 65 MHz of AWS-3 (as available, market by market); and (ii) deleting the following: 12.5 MHz of SMR and 10 MHz that was the upper 700 MHz D Block. *See Policies Regarding Mobile Spectrum Holdings, Expanding the Economic and Innovation Opportunities of Spectrum Through Incentive Auctions, Report and Order*, FCC 14-63, ¶¶ 70-135 (rel. June 2, 2014). The related rules became effective on Sept. 9, 2014, *i.e.*, 60 days after the July 11, 2014 date of publication in the *Federal Register*. The aggregate spectrum holdings of Assignee fall even further below the levels of this updated screen.

Carroll Wireless

The exchange with T-Mobile will result in Carroll Wireless increasing its spectrum holdings in the relevant markets by either 5 or 10 MHz, but its spectrum aggregation in these markets will remain far below spectrum screen levels that may trigger further competitive review (*see Exhibit A2*). In addition, T-Mobile Licensee will continue to provide commercial wireless service in each applicable market where it is assigning an Exchange License, and each market where Carroll Wireless is acquiring an Exchange License is already served by a number of other carriers (*see Exhibit B2*).

Statement of No Environmental Impact

As required by Section 1.923(e) of the Commission's rules,¹⁴ the Parties state that the assignment of licenses involved in this transaction will not have a significant environmental effect, as defined by Section 1.1307 of the Commission's rules.¹⁵ An assignment of licenses does not involve any engineering changes and, therefore, cannot have a significant environmental impact.

Foreign Ownership of T-Mobile License

As noted above, T-Mobile License is a wholly-owned subsidiary of T-Mobile USA. T-Mobile USA in turn is a wholly owned direct subsidiary of T-Mobile US, a U.S.-organized entity. DT, a publicly-traded German corporation,¹⁶ holds a 66.21 percent interest in T-Mobile US and, indirectly, in T-Mobile USA through the intermediate companies described above.

On December 30, 2013, the Commission granted, subject to certain conditions, T-Mobile US's Petition for Declaratory Ruling under Section 310(b)(4) of the Communications Act on behalf of its subsidiaries and affiliates holding common carrier radio licenses that it would not serve the public interest to prohibit more than 25 percent foreign ownership in T-Mobile US.¹⁷ That ruling also specifically permitted: (i) the specific foreign entities with a non-controlling interest in T-Mobile US (*i.e.*, Kreditanstalt für Wiederaufbau and the Federal Republic of Germany ("FRG")), to increase their equity and/or voting interests, at some future time up to and including a non-controlling indirect 49.99 percent equity and/or voting interest; and (ii) the specific foreign entities

¹⁴ 47 C.F.R. § 1.923(e).

¹⁵ *Id.* § 1.1307.

¹⁶ Germany is a signatory to the World Trade Organization ("WTO") Basic Agreement on Telecommunications.

¹⁷ *See* File No. ISP-PDR-20130924-00006 (filed Sept. 24, 2013 and supplemented Oct. 24, 2013); *International Authorizations Granted*, Public Notice, Report No. TEL-01650, DA 14-24 (rel. Jan. 9, 2014).

with a controlling interest in T-Mobile US (*i.e.*, DT Holding B.V., T-Mobile Holding, T-Mobile Global and DT) to increase their interests, at some future time, up to and including 100 percent of T-Mobile US's equity and/or voting interests.¹⁸ T-Mobile US's petition was filed in connection with an internal corporate reorganization that resulted in the insertion of a new direct parent company, DT Holding B.V., a limited liability company organized in the Netherlands, into T-Mobile US's ownership chain. That declaratory ruling includes all authority available under the rules, including the standard terms and conditions set forth in Section 1.994 of the rules, and thus extends to T-Mobile License (among other licensee subsidiaries of T-Mobile USA) and the types of wireless service licenses that are the subject of the instant transaction. The foreign ownership in the licensees as approved has not materially changed since December 30, 2013 and will not be affected by the instant transaction.

Compliance with DOJ/FBI/DOD Agreement by T-Mobile License

T-Mobile License also requests that the Commission condition its grant of the assignment of the US Cellular Assigned Licenses to T-Mobile License (but *not* the grant of the assignment of the T-Mobile License Assigned Licenses to the US Cellular Parties) on compliance with the provisions of the Agreement entered into on January 12, 2001, as amended, between DT, VoiceStream Wireless Corporation and VoiceStream Wireless Holding Corporation, on the one hand, and the Department of Justice and the Federal Bureau of Investigation on the other (the "Agreement").¹⁹ The Agreement prescribed that the following specific language be included in the conditional grant of interests in FCC licenses in the specific context of the Agreement:

It is further ordered, that the authorizations and the licenses related thereto are subject to compliance with the provisions of the Agreement attached hereto between Deutsche Telekom AG, VoiceStream Wireless Corporation, VoiceStream Wireless Holding Corporation on the one hand, and the Department of Justice (the "DOJ") and the Federal Bureau of Investigation (the "FBI") on the other, dated January 12, 2001, which Agreement is designed to address national security, law enforcement, and public safety issues of the FBI and the DOJ regarding the authority

¹⁸ *Id.*

¹⁹ See *Applications of VoiceStream Wireless Corp., Powertel, Inc. and Deutsche Telekom, AG*, Memorandum Opinion and Order, 16 FCC Rcd. 9779, Appendix B (2001) (Agreement between DT, VoiceStream Wireless Corporation, VoiceStream Wireless Holding Corporation, the Department of Justice and the Federal Bureau of Investigation dated Jan. 12, 2001). The Agreement was amended in 2008 to add the Department of Homeland Security as a party and also amended in 2013 in connection with license transfers associated with the T-Mobile/MetroPCS transaction. See *Applications of T-Mobile USA, Inc. and SunCom Wireless Holding, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd. 2515, Appendix B (2008); *T-Mobile/MetroPCS Order*, 28 FCC Rcd. at Appendix B, Amendment No. 2.

granted herein. Nothing in the Agreement is intended to limit any obligation imposed by Federal law or regulation including, but not limited to, 47 U.S.C. § 222(a) and (c)(1) and the FCC's implementing regulations.²⁰

T-Mobile License hereby requests that the Commission impose a similar condition on the grant of the assignment of the US Cellular Assigned Licenses to T-Mobile License.

Neither US Cellular Party is owned or controlled by any foreign entity within the scope of Section 310 of the Act or is a party to the Agreement, and thus the T-Mobile License Assigned Licenses to be assigned to the US Cellular Parties should not be conditioned with the above-referenced language.

Conclusion

The Parties respectfully submit that each assignee is qualified to hold the applicable spectrum licenses referenced above and that Commission approval of the requested assignments will serve the public interest, convenience and necessity.²¹ Accordingly, the Parties respectfully request that the Commission grant the instant applications expeditiously and without conditions.

²⁰ *Applications of VoiceStream Wireless Corp., Powertel, Inc. and Deutsche Telekom, AG*, 16 FCC Rcd. at Appendix B, Exhibit A (Condition to FCC Licenses).. at Exhibit A.

²¹ *See Promoting Efficient Use of Spectrum Through Elimination of Barriers to the Development of Secondary Markets*, Report and Order and Further Notice of Proposed Rulemaking, 18 FCC Rcd. 20,604 (2003).

ATTACHMENT A

PART 1--T-MOBILE LICENSE FULL LICENSES*

Area	FCC Call Sign	Market Name	Service	Channel Block	MHz	Exp. Date
REA004	WQGB377	Mississippi Valley	AWS	D	1735-1740 2135-2140	11/29/2021
REA005	WQMM368	Central	AWS	D	1735-1740 2135-2140	11/29/2021
BEA048	WQPZ984	Charleston, WV- KY-OH	AWS	B	1720-1730 2120-2130	11/29/2021
BEA016	WQPZ981	Staunton, VA-WV	AWS	B	1720-1730 2120-2130	11/29/2021
BEA047	WQPZ983	Lexington, KY- TN-VA-WV	AWS	B	1720-1730 2120-2130	11/29/2021
BEA017	WQPZ982	Roanoke, VA-NC- WV	AWS	B	1720-1730 2120-2130	11/29/2021
BEA124	WQGD617	Tulsa, OK-KS	AWS	C	1730-1735 2130-2135	12/18/2021
REA006	WQGA732	West	AWS	D	1735-1740 2135-2140	11/29/2021
REA006	WQTY965	West	AWS	D	1735-1740 2135-2140	11/29/2021
BEA170	WQGB371	Seattle-Tacoma- Bremerton, WA	AWS	C	1730-1735 2130-2135	11/29/2021
BEA167	WQPG220	Portland-Salem, OR-WA	AWS	C	1730-1735 2130-2135	11/29/2021
BTA448	KNLF481	Tulsa, OK	PCS	C1	1902.5-1910 1982.5-1990	9/17/2016
BTA383	KNLH342	Rolla, MO	PCS	F	1895-1900 1970-1975	4/28/2017
BTA097	KNLG404	Coos Bay OR	PCS	D	1865-1870 1945-1950	4/28/2017
MTA041	KNLF281	Oklahoma City	PCS	A	1850-1865 1930-1935	6/23/2015

*FOR AVOIDANCE OF DOUBT, ONLY THE PORTIONS OF THE T-MOBILE LICENSE FULL LICENSES DESCRIBED IN PARTS 2A AND 2B OF THIS EXHBIT A WILL BE ASSIGNED.

PART 2A—T-MOBILE LICENSE CARROLL WIRELESS ASSIGNED LICENSES

FCC Call Sign	Geographic Area (Counties)	Spectrum (MHz)
WQGB377	All counties in CMA645-Tennessee 3-Macon, including TN Counties of Campbell, Claiborne, Clay, Cumberland, Fentress, Hancock, Jackson, Macon, Morgan, Overton, Pickett, Putnam, Roane, Scott and Trousdale (partitioned from WQGB377)	1735-1740; 2135-2140 (full spectrum of WQGB377)
WQMM368	3 of 5 Counties in CMA605-Oklahoma 10-Haskell, including OK Counties of Choctaw, Pushmataha and McCurtain; 1 of 10 Counties in CMA604-Oklahoma 9-Garvin, including Bryan County, OK (partitioned from WQMM368)	1735-1740; 2135-2140 (full spectrum of WQMM368)
WQPZ984	3 of 6 Counties in CMA707-West Virginia 7-Raleigh, including WV Counties of Fayette, Raleigh and Summers (partitioned from WQPZ984)	1720-1725; 2120-2125 (disaggregated from WQPZ984)
WQPZ981	1 of 6 Counties in CMA707-West Virginia 7-Raleigh, including Greenbrier, WV (partitioned from WQPZ981)	1720-1725; 2120-2125 (disaggregated from WQPZ981)
WQPZ983	1 of 6 Counties in CMA707-West Virginia 7-Raleigh, including Mercer, WV (partitioned from WQPZ983)	1720-1725; 2120-2125 (disaggregated from WQPZ983)
WQPZ982	1 of 6 Counties in CMA707-West Virginia 7-Raleigh, including Monroe, WV (full area of WQPZ982)	1720-1725; 2120-2125 (disaggregated from WQPZ982)
WQGD617	3 of 6 Counties in CMA601-Oklahoma 6-Seminole, including OK Counties of McIntosh, Okmulgee and Pittsburg (partitioned from WQGD617)	1730-1735; 2130-2135 (full spectrum of WQGD617)
WQGA732	4 of 7 Counties in CMA607-Oregon 2-Hood River, including OR Counties of Hood River, Jefferson, Sherman and Wasco; 1 of 2 Counties in CMA699-Washington	1735-1740; 2135-2140 (full spectrum of WQGA732)

	7-Skamania, including Klickitat, WA (partitioned from WQGA732)	
WQTY965	3 of 7 Counties in CMA607-Oregon 2-Hood River, including OR Counties of Gilliam, Morrow and Wheeler (full area of WQTY965)	1735-1740; 2135-2140 (full spectrum of WQTY965)
WQGB371	2 of 4 Counties in CMA698-Washington 6-Pacific, including WA Counties of Lewis and Pacific (partitioned from WQGB371)	1730-1735; 2130-2135 (full spectrum of WQGB371)
WQPG220	2 of 4 Counties in CMA698-Washington 6-Pacific, including WA Counties of Cowlitz and Wahkiakum (full area of WQPG220)	1730-1735; 2130-2135 (full spectrum of WQPG220)
KNLF481	All Counties in BTA448-Tulsa, OK, including OK Counties of Craig, Creek, Delaware, Mayes, Okmulgee, Osage, Pawnee, Rogers, Tulsa and Wagoner (full area of KNLF481)	C4b-1902.5-1905; 1982.5-1985 (disaggregated from KNLF481)
KNLH342	All counties in BTA383-Rolla, MO, including MO Counties of Dent, Maries, Phelps, Pulaski, (full area of KNLH342)	F-1890-1895; 1970-1975 (full spectrum of KNLH342)
KNLG404	All counties in BTA097-Coos Bay-North Bend, OR, including OR Counties of Coos and Curry (full area of KNLG404)	D-1865-1870; 1945-1950 (full spectrum of KNLG404)
KNLF281	All Counties in BTA004-Ada, OK, including OK Counties of Atoka, Coal and Pontotoc (partitioned from KNLF281)	A3-1850-1855; 1930-1935 (disaggregated from KNLF281)

PART 2B—T-MOBILE LICENSE BARAT WIRELESS ASSIGNED LICENSE

FCC Call Sign	Geographic Area (Counties)	Spectrum (MHz)
WQGB377	All counties in CMA079-Knoxville, TN, including TN Counties of Anderson, Blount, Knox and Union (partitioned from WQGB377)	1735-1740; 2135-2140 (full spectrum of WQGB377)

ATTACHMENT B

PART 1A—CARROLL WIRELESS FULL LICENSES

Area	FCC Call Sign	Market Name	Service	Channel Block	MHz	Exp. Date
BTA074	WQEE469	Charlotte-Gastonia, NC*	PCS	C3	1895-1900 1975-1980	01/06/2016
BTA174	WQEE472	Greensboro- Winston-Salem- High Point, NC**	PCS	C3	1895-1900 1975-1980	01/06/2016

*For avoidance of doubt, the following counties will not be assigned: Rutherford, NC and Chesterfield and Marlboro, SC.

** For avoidance of doubt, the following NC counties will not be assigned: Allegheny, Ashe, Surry, Rockingham, Watauga and Wilkes.

PART 1B—BARAT WIRELESS FULL LICENSE

Area	FCC Call Sign	Market Name	Service	Channel Block	MHz	Exp. Date
REA004	WQGV768	Mississippi Valley***	AWS	E	1740-1745 2140-2145	04/30/2022

***For avoidance of doubt, only the portion of WQGV768 constituting CMA079-Knoxville, TN will be assigned.

PART 2A—CARROLL WIRELESS ASSIGNED LICENSES

FCC Call Sign	Geographic Area (Counties)	Spectrum (MHz)
WQEE469	14 of 17 Counties in BTA074-Charlotte-Gastonia, NC, including SC Counties of Anson, Cabarrus, Cleveland, Gaston, Iredell, Lincoln, Mecklenburg, Richmond, Rowan, Stanly and Union and SC Counties of Chester, Lancaster and York (partitioned from WQEE469)	1895-1900; 1975-1980 (full spectrum of WQEE469)
WQEE472	8 of 14 Counties in BTA174-Greensboro-Winston-Salem-High Point, NC including Davidson, Davie, Forsyth, Guilford, Montgomery, Randolph, Stokes and Yadkin (partitioned from WQEE472)	1895-1900; 1975-1980 (full spectrum of WQEE472)

PART 2B—BARAT WIRELESS ASSIGNED LICENSE

FCC Call Sign	Geographic Area (Counties)	Spectrum (MHz)
WQGV768	All counties in CMA079-Knoxville, TN, including TN Counties of Anderson, Blount, Knox and Union (partitioned from WQGV768)	1740-1745; 2140-2145 (full spectrum of WQGV768)